

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:

CELSIUS NETWORK LLC, *et al.*,<sup>1</sup>

Debtors.

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)  
) Chapter 11  
)  
) Case No. 22-10964 (MG)  
)  
) (Jointly Administered)  
)

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**DECLARATION OF DISINTERESTEDNESS  
OF MCCARTHY TETRAULT LLP PURSUANT TO THE ORDER  
AUTHORIZING THE RETENTION AND COMPENSATION OF  
PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

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I, LORI STEIN, declare under penalty of perjury:

1. I am a Partner of MCCARTHY TETRAULT LLP, located at 66 WELLINGTON STREET WEST, SUITE 5300, TD BANK TOWER, BOX 48 TORONTO ONTARIO M5K 1E6 CANADA (the “Firm”).

2. Celsius Network LLC and the other above-captioned debtors and debtors in possession (collectively, the “Debtors”), have requested that the Firm provide the Debtors with legal counsel and services regarding Canadian law and regulation which may apply to the activities of the Debtors, and the Firm has consented to provide such services.

3. The Firm may have performed services in the past, may currently perform services, and may perform services in the future in matters unrelated to these chapter 11 cases for persons that are parties in interest in the Debtors’ chapter 11 cases. The Firm, however, does not perform services for any such person in connection with these chapter 11 cases, or have any relationship

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Celsius Network LLC (2148); Celsius KeyFi LLC (4414); Celsius Lending LLC (8417); Celsius Mining LLC (1387); Celsius Network Inc. (1219); Celsius Network Limited (8554); Celsius Networks Lending LLC (3390); and Celsius US Holding LLC (7956). The location of Debtor Celsius Network LLC’s principal place of business and the Debtors’ service address in these chapter 11 cases is 121 River Street, PH05, Hoboken, New Jersey 07030.

with any such person, their attorneys, or accountants that would be adverse to the Debtors or their estates.

4. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these chapter 11 cases.

5. Neither I nor any principal, partner, director, or officer, of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the principal and regular employees of the Firm.

6. Neither I nor any principal, partner, director, or officer, of, or professional employed by, the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which the Firm is to be employed.

7. The arrangements for compensation and reimbursement of the Firm include the following:

- a. Average hourly rate (if applicable): US\$785.
- b. Estimated average monthly compensation based on prepetition retention (if applicable): range of US\$10,000 to US\$40,000.

8. As of the date on which the Debtors commenced these chapter 11 cases (the "Petition Date"), the Debtors do not owe the Firm any amount for prepetition services, the payment of which is subject to limitations contained in title 11 of the United States Code, 11 U.S.C. §§ 101–1532.

9. As of the date hereof, the Debtors owe the Firm US\$51,360.00 for services provided since the Petition Date.

10. As of the Petition Date, the Firm was not party to an agreement for indemnification with certain of the Debtors.

11. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Date: September 27, 2022

  
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LORI ANDREA STEIN